

WEIL, GOTSHAL & MANGES LLP

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*Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric  
Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead  
Case, No. 19-30088 (DM).*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**THIRD SUPPLEMENTAL DECLARATION  
AND DISCLOSURE STATEMENT OF  
STEPHEN KAROTKIN PURSUANT TO  
11 U.S.C. §§ 327(a) AND FED. R. BANKR. P.  
2014(a) AND 2016 ON BEHALF OF  
WEIL, GOTSHAL & MANGES LLP**

1 Pursuant to 28 U.S.C. § 1746, I, Stephen Karotkin, hereby declare as follows:

2 I am a member of the firm of Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”), an  
3 international law firm with principal offices at 767 Fifth Avenue, New York, New York 10153; regional  
4 offices in Washington, D.C.; Houston and Dallas, Texas; Miami, Florida; Boston, Massachusetts;  
5 Princeton, New Jersey; Redwood Shores, California; and foreign offices in London, United Kingdom;  
6 Warsaw, Poland; Frankfurt and Munich, Germany; Paris, France; and Beijing, Hong Kong and Shanghai,  
7 China.

8 I submit this declaration (this “**Declaration**”) as a supplement to my Declaration, dated March  
9 13, 2019 (the “**Original Declaration**”), filed in support of the *Application of Debtors Pursuant to 11*  
10 *U.S.C. § 327(a) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ Weil,*  
11 *Gotshal & Manges LLP as Attorneys for the Debtors Effective as of the Petition Date* [Docket No. 864]  
12 (the “**Weil Retention Application**”).

13 This Declaration has been prepared in accordance with the Original Declaration, which provides  
14 that Weil will supplement the disclosures in the Original Declaration to the extent required as a result of  
15 any new material relevant facts or relationships becoming available during these Chapter 11 Cases.<sup>1</sup>

16 Martha Martir recently joined Weil as an associate in the Business Finance & Restructuring  
17 Department. Prior to joining Weil, Ms. Martir was an associate at Ropes & Gray LLP (“**Ropes &**  
18 **Gray**”). While at Ropes & Gray, Ms. Martir worked on Ropes & Gray’s representation of Elliott  
19 Management (“**Elliott**”) in connection with these Chapter 11 Cases. As set forth in the First Amended  
20 Verified Statement of the Ad Hoc Committee of Senior Unsecured Noteholders Pursuant to Bankruptcy  
21 Rule 2019 [Docket No. 3083] (the “**Statement**”), Elliott is a member of the Ad Hoc Committee of Senior  
22 Unsecured Noteholders of Pacific Gas and Electric Company. As set forth in **Exhibit A** to the Statement,  
23 Elliott holds \$1,425,803,000 in Senior Utility Notes (as such term is defined in such **Exhibit A**). Since  
24 joining the Firm, Ms. Martir has been screened from these Chapter 11 Cases and will not work on these  
25 Chapter 11 Cases. Ms. Martir also has been instructed not to discuss her former representation of Elliott

26  
27 <sup>1</sup> Capitalized terms used but not defined herein shall have the meanings set forth in the Original  
28 Declaration.

1 with any Weil personnel, and all Weil personnel working on the Debtors' Chapter 11 Cases have been  
2 instructed to not discuss those cases with Ms. Matir.

3 In addition, as set forth in the Original Declaration, Weil has continued to implement its Firm  
4 Disclosure Procedures and update the Retention Checklist. As a result, Weil is hereby supplementing its  
5 prior disclosures to disclose that Weil previously has represented, currently represents, and may  
6 represent in the future the entities (or their affiliates) set forth on Schedule 1 hereto (the "**Supplemental**  
7 **Disclosure List**") in matters unrelated to these Chapter 11 Cases. The Supplemental Disclosure List  
8 contains entities that have not been previously disclosed and were not captured in the list of Potential  
9 Parties in Interest at the time of filing the Original Declaration. An entity is listed as a "Current Client"  
10 on the Supplemental Disclosure List if Weil has any open matters for such entity or a known affiliate of  
11 such entity and attorney time charges have been recorded on any such matters within the past two (2)  
12 years. To the best of my knowledge and information, Weil has not represented, does not represent, and  
13 will not represent any of such entities in matters directly related to the Debtors or these Chapter 11 Cases.

14 To the best of my knowledge and information, the annual fees for each of the last two years paid  
15 to Weil by any entity listed on the Supplemental Disclosure List or its affiliates did not exceed 1% of the  
16 Firm's annual gross revenues.

17 Either I or an attorney under my supervision has reviewed the connections between Weil and the  
18 entities identified on the Supplemental Disclosure List and the connections between those entities and  
19 the Debtors. In each case, it has been determined that Weil does not hold or represent an interest that is  
20 adverse to the interests of the Debtors' estates and that Weil is a "disinterested person" as such term is  
21 defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy  
22 Code.

23 To the extent any information disclosed herein requires amendment or modification upon Weil's  
24 completion of further review or as additional material, relevant facts or relationships become available,  
25 Weil will file a further supplemental declaration stating such amended or modified information.

1 I declare under penalty of perjury that the foregoing is true and correct to the best of my  
2 knowledge, information, and belief.

3 Dated: August 29, 2019

4 Stephen Karotkin  
5 Stephen Karotkin  
6 Partner, Weil Gotshal & Manges LLP  
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## PG&amp;E Supplemental Disclosure Schedule

Matched Entity	Relationship to Debtors	Relationship to Weil
Anchorage Capital Group, L.L.C.	Parties in 2019 Statement (Member of Ad Hoc Group of PG&E Corp. Shareholders)	<b>Current Client</b>
Attestor Capital LLP	Parties in 2019 Statement (Member of Ad Hoc Group of Subrogation Claim Holders)	<b>Related to Current Client</b>
Fir Tree, Inc.	2019 Statement Parties (Member of Ad Hoc Committee of Senior Unsecured Noteholders)	<b>Current Client</b>
HSBC Bank, Plc.	Parties in 2019 Statement (Member of PG&E Holdco Group)	<b>Current Client</b>
GoldenTree Asset Management LP	Parties in 2019 Statement (Member of PG&E Holdco Group)	<b>Affiliate or Subsidiary of Current Client</b>
Knighthead Capital Management, LLC	Parties in 2019 Statement (Member of Ad Hoc Group of PG&E Corp. Shareholders)	<b>Former Client</b>
Marathon Asset Management	Parties in 2019 Statement (Member of PG&E Holdco Group)	<b>Current Client</b>
Silver Point Capital, L.P.	Parties in 2019 Statement (Member of Ad Hoc Group of PG&E Corp. Shareholders)	<b>Current Client</b>
York Capital Management Global Advisors, LLC	Parties in 2019 Statement (Member of Ad Hoc Group of PG&E Corp. Shareholders)	<b>Affiliate or Subsidiary of Current Client</b>